

RECORDED 2496-F FILED

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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847 318 7575
Fax 847 318 7588
www.firstunionrail.com

VIA UPS NEXT DAY AIR

December 18, 2012

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, Suite 100
Washington, DC 20024
Attn. Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated November 1, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 24196.

The names and addresses of the parties to the enclosed document are.

Lessor. First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Domino Foods, Inc.
8 Cripple Creek Rd.
Howell, NJ 07731-2920

A description of the railroad equipment covered by the enclosed document is for two (2) hopper cars, having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(DOFO015)

DEC 9 12 4 10 PM

ASSGN. NO : DOFO015

MEMORANDUM OF LEASE

SUNBELT TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of November, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Domino Foods, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 6, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No 15 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 1, 2012 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

By: Georgia Freiburger
Name: GEORGIA FREIBURGER

Title: MGR OF DOCUMENTATION Executed on this 1st day of November, 2012.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

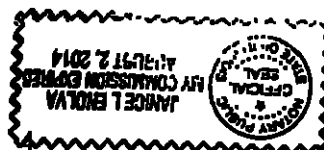
WITNESS my hand and official stamp or seal, this 1st day of November, 2012.

Janice L. Enolva
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



10-22-12
Amz

LESSEE:

DOMINO FOODS, INC.

ATTEST:

By:

Name:

Title:

By:

Name:

Title:

Executed on this

22 day of Oct., 2012.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Palm Beach

I, JoAn C. DiPaola, a Notary Public of the County and State aforesaid,
certify that Anthony Roubicek personally appeared before me this day and
acknowledged his/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 22 day of October, 2012

JoAn C. DiPaola
Notary Public

Commission Expires:

7/23/16
(Notary Public)



JoAn C. DiPaola
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE182791
Expires 7/23/2016

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS. Two (2)

DESCRIPTION OF CARS: Covered Hopper Cars

CAR NUMBERS FURX 816232 and FURX 816477

10-22-12
AHR